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SULLIVAN & WORCESTER

1025 CONNECTICUT AVENUE, N.W.

WASHINGTON, D.C. 20036

(202) 775-8190

TELECOPIER NO. 202-293-2275

June, 2 1994

IN BOSTON, MASSACHUSETTS
ONE POST OFFICE SQUARE
BOSTON, MASSACHUSETTS 02109
(617) 338-2800
TELECOPIER NO. 617-338-2880
TWX: 710-321-1976

IN NEW YORK CITY
767 THIRD AVENUE
NEW YORK, NEW YORK 10017
(212) 486-8200
TELECOPIER NO. 212-758-2151

Interstate Commerce Commission
12th & Constitution Avenue N.W.
Washington, D.C. 20423
Attn: Mildred Lee

RECORDATION NO. 11216 FILED 1026

JUN 2 1994 - 10 55 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed for filing and recordation with the Commission are an original and six counterparts of the document described below to be recorded pursuant to 49 USC § 11303.

This document is a CERTIFICATE OF AMENDMENT OF EQUIPMENT IDENTIFYING MARKS, dated May 27, 1994 by BANKERS TRUST COMPANY, Owner/Lessor.

The primary document to which this document is connected is No. 11216.

The name and address of the party to this document is as follows:

Owner/Lessor: Bankers Trust Company
130 Liberty Street
New York, New York 10006

The equipment covered by this document is 188 covered hopper cars bearing marks CAGX 301-304, 306, 308, 309, 310-314, 316, 317, 321, 324, 326-328, 330, 332-341, 343-345, 347-356, 358, 360-362, 365, 368, 371, 373-375, 377, 379, 381-382, 384-387, 389-392, 394-396, 400, 402-404, 407-421, 423, 425-429, 431-444, 446, 447, 452-453, 455-459, 460, 462-463, 466-472, 474-476, 478, 480-481, 483-485, 488-489, 491-494, and 496-498; MILW 305, 307, 315, 318, 320, 322, 323, 325, 331, 342, 346, 357, 359, 363, 364, 366, 369-370, 372, 376, 378, 380, 383, 388, 397, 398, 401, 405, 422, 424, 430, 445, 449-451, 454, 461, 465, 473, 482, 486, 487, 490, and 495.

This document should be indexed as: Certificate of Amendment Of Equipment Identifying Marks, dated May 27, 1994 By Bankers Trust Company.

A check in the amount of \$18.00 for the requisite filing fee is enclosed.

Very truly yours,

Robert L. Calhoun

Attorney for Bankers Trust Company

Enclosure

**CERTIFICATE OF AMENDMENT OF
EQUIPMENT IDENTIFYING MARKS**

RECORDATION NO. 11216 FILED 1426
JUN 2 1994 - 10 55 AM
INTERSTATE COMMERCE COMMISSION

THIS CERTIFICATE made this 21th day of May, 1994 by
Bankers Trust Company.

W I T N E S S E T H :

WHEREAS, Bankers Trust Company is the Owner/Lessor of one hundred eighty-eight (188) covered hopper cars, originally bearing identifying marks as set forth in Exhibit A attached hereto (the Equipment), which freight cars are owned by Bankers Trust Company and which freight cars are subject to existing liens and encumbrances; and

WHEREAS, Bankers Trust Company, is certifying that the identifying marks of the units of the Equipment, which were heretofore subject to filings with the Interstate Commerce Commission pursuant to Section 11101 of Title 49 of the U.S. Code under the Recordation No. 11216 have been amended as set forth in Exhibit A.

NOW, THEREFORE, in consideration of the premises, Bankers Trust Company does hereby certify that the current identifying marks of the one hundred eighty-eight (188) units of Equipment are as set forth in Exhibit A.

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 27 day of May, 1994 before me personally appeared Jeffrey Russo who
being by me duly sworn says that he is the Vice President of Bankers Trust Company and that
the seal affixed to the foregoing instrument was signed on behalf of said corporation by authority
of the Board of Directors of said Corporation.

ANGELA C. PITCHFORD
Notary Public, State of New York
No. 01PI5023309
Qualified in New York County
Commission Expires Feb. 7, 1996

Angela C. Pitchford

Notary Public

EXHIBIT A

<u>ORIGINAL CARMARK</u>	<u>CURRENT CARMARK</u>	<u>CURRENT CARMARK</u>
CAGX 300	DESTROYED	
CAGX 301-318	CAGX 301-304, 306, 308, 309 CAGX 310-314, 316, 317	MILW 305, 307, 315, 318
CAGX 319	DESTROYED	
CAGX 320-328	CAGX 321, 324, 326-328	MILW 320, 322, 323, 325
CAGX 329	DESTROYED	
CAGX 330-366	CAGX 330, 332-339 CAGX 340, 341, 343-345, 347-349 CAGX 350-356, 358, 360-362, 365	MILW 331 MILW 342, 346 MILW 357, 359, 363, 364, 366
CAGX 367	DESTROYED	
CAGX 368-392	CAGX 368, 371, 373-375, 377 CAGX 379, 381, 382, 384-387 CAGX 389, 390-392	MILW 369, 370, 372, 376, 378 MILW 380, 383, 388
CAGX 393	DESTROYED	
CAGX 394-398	CAGX 394-396	MILW 397, 398
CAGX 399	DESTROYED	
CAGX 400-405	CAGX 400, 402-404	MILW 401, 405
CAGX 406	DESTROYED	
CAGX 407-447	CAGX 407-421, 423, 425-429, 431-444, 446, 447	MILW 422, 424, 430, 445
CAGX 448	DESTROYED	
CAGX 449-463	CAGX 452, 453, 455-459 CAGX 460, 462, 463	MILW 449-451, 454 MILW 461
CAGX 464	DESTROYED	
CAGX 465-476	CAGX 466-469 CAGX 470-472, 474-476	MILW 465 MILW 473
CAGX 477	DESTROYED	
CAGX 478	CAGX 478	
CAGX 479	DESTROYED	
CAGX 480-498	CAGX 480, 481, 483-485 CAGX 488, 489, 491-494 CAGX 496-498	MILW 482 MILW 486, 487, 490 MILW 495
TOTAL:	144	44

Bankers Trust Company

By:  Its Vice President

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Conagra

DTD 10/11/79

NOTICE TO AND CONSENT OF AGENT

Whereas, The Bankers Trust Company (hereinafter called the "Beneficiary") and LaSalle National Bank (as successor in interest to Exchange National Bank of Chicago, hereinafter called the "Trustee") entered into a Trust Agreement (hereinafter the "Trust Agreement") dated as of October 1, 1979;

Whereas, The Bankers Trust Company and MHC, Inc. entered into a Participation Agreement dated as of October 1, 1979 for the purchase and lease of certain railcars.

Pursuant to Section 7.01 of the Trust Agreement, Trustee has resigned and First Security Bank of Utah, N.A. ("FSBU"), a national banking association duly organized and existing under the laws of the United States of America, has accepted appointment as Successor Trustee under the Trust Agreement.

LaSalle National Bank's resignation as Trustee, and FSBU's appointment as successor Trustee will be effective as of the opening of business on September 1, 1992.

Following the effective date of the appointment of FSBU as Successor Trustee all payments, correspondence and notices should be sent to First Security Bank of Utah, N.A., at the following address:

Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

La Salle National Bank, as Agent, by its execution hereof, acknowledges that it has been served notice of and consents to, the Resignation, Appointment and Acceptance (in the form attached hereto as Exhibit A).

By: Its: VICE PRESIDENTDated: 11/12/92

RECORDED 11216-P
JUN 2 1994 10:30 AM
INTERSTATE COMMERCE COMMISSION

**CERTIFICATE OF AMENDMENT OF
EQUIPMENT IDENTIFYING MARKS**

THIS CERTIFICATE made this 27th day of May, 1994 by
Bankers Trust Company.

W I T N E S S E T H :

WHEREAS, Bankers Trust Company is the Owner/Lessor of one hundred eighty-eight (188) covered hopper cars, originally bearing identifying marks as set forth in Exhibit A attached hereto (the Equipment), which freight cars are owned by Bankers Trust Company and which freight cars are subject to existing liens and encumbrances; and

WHEREAS, Bankers Trust Company, is certifying that the identifying marks of the units of the Equipment, which were heretofore subject to filings with the Interstate Commerce Commission pursuant to Section 11101 of Title 49 of the U.S. Code under the Recordation No. 11216 have been amended as set forth in Exhibit A.

NOW, THEREFORE, in consideration of the premises, Bankers Trust Company does hereby certify that the current identifying marks of the one hundred eighty-eight (188) units of Equipment are as set forth in Exhibit A.

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 27 day of May, 1994 before me personally appeared Jeffrey Russo who being by me duly sworn says that he is the Vice President of Bankers Trust Company and that the seal affixed to the foregoing instrument was signed on behalf of said corporation by authority of the Board of Directors of said Corporation.

ANGELA C. PITCHFORD
Notary Public, State of New York
No. 01PI5023309
Qualified in New York County
Commission Expires Feb. 7, 1996

Angela C. Pitchford

Notary Public

1413M

EXHIBIT A

<u>ORIGINAL</u> <u>CARMARK</u>	<u>CURRENT</u> <u>CARMARK</u>	<u>CURRENT</u> <u>CARMARK</u>
CAGX 300	DESTROYED	
CAGX 301-318	CAGX 301-304, 306, 308, 309 CAGX 310-314, 316, 317	MILW 305, 307, 315, 318
CAGX 319	DESTROYED	
CAGX 320-328	CAGX 321, 324, 326-328	MILW 320, 322, 323, 325
CAGX 329	DESTROYED	
CAGX 330-366	CAGX 330, 332-339 CAGX 340, 341, 343-345, 347-349 CAGX 350-356, 358, 360-362, 365	MILW 331 MILW 342, 346 MILW 357, 359, 363, 364, 366
CAGX 367	DESTROYED	
CAGX 368-392	CAGX 368, 371, 373-375, 377 CAGX 379, 381, 382, 384-387 CAGX 389, 390-392	MILW 369, 370, 372, 376, 378 MILW 380, 383, 388
CAGX 393	DESTROYED	
CAGX 394-398	CAGX 394-396	MILW 397, 398
CAGX 399	DESTROYED	
CAGX 400-405	CAGX 400, 402-404	MILW 401, 405
CAGX 406	DESTROYED	
CAGX 407-447	CAGX 407-421, 423, 425-429, 431-444, 446, 447	MILW 422, 424, 430, 445
CAGX 448	DESTROYED	
CAGX 449-463	CAGX 452, 453, 455-459 CAGX 460, 462, 463	MILW 449-451, 454 MILW 461
CAGX 464	DESTROYED	
CAGX 465-476	CAGX 466-469 CAGX 470-472, 474-476	MILW 465 MILW 473
CAGX 477	DESTROYED	
CAGX 478	CAGX 478	
CAGX 479	DESTROYED	
CAGX 480-498	CAGX 480, 481, 483-485 CAGX 488, 489, 491-494 CAGX 496-498	MILW 482 MILW 486, 487, 490 MILW 495
TOTAL:	144	44

Bankers Trust Company

By: 
Its Vice President